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NAPA VALLEY I, LLC & NAPA
VALLEY II, LLC

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

NAPA VALLEY I, LLC, a Nevada Limited
Liability Company; NAPA VALLEY II, LLC,
a Nevada Limited Liability Company,

Plaintiffs,

vs.

FEDERAL DEPOSIT INSURANCE
CORPORATION as Receiver/Liquidator of
Silver State Bank,

Defendant.

Case No.: 2:09-cv-00920-RLH-GWF

**FINAL ORDER AND JUDGMENT
OF DISMISSAL**

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The Joint Motion of Plaintiffs NAPA VALLEY I, LLC, a Nevada Limited Liability Company; and NAPA VALLEY II, LLC, a Nevada Limited Liability Company ("Plaintiffs") and FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver/Liquidator of Silver State Bank ("FDIC") to determine (1) whether the terms and conditions of the Settlement Agreement between Plaintiffs and the FDIC is fair, reasonable and adequate for the settlement of all claims released therein by all releasing persons against all released persons and should be approved; and (2) whether Judgment should be entered dismissing the above-entitled action and with prejudice in favor of the FDIC. The Settlement Agreement is incorporated herein by reference.

The Court having considered all matters submitted to it and good cause appearing,

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The Court has jurisdiction over the subject matter of this dispute, Plaintiffs and the FDIC.

2. The above-entitled action is herewith dismissed with prejudice as against the FDIC and without any other person's costs, expenses, or attorneys' fees to be paid by the FDIC. Plaintiffs are hereby permanently barred and enjoined from instituting, commencing, or prosecuting any and all released claims (as set forth in the Settlement Agreement) against the FDIC, including unknown claims. The released claims (as set forth in the Settlement Agreement) are hereby compromised, settled, released, discharged, and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Final Order and Judgment.


3. To the fullest extent permitted by law, Plaintiffs shall not be permitted to bring a claim against the FDIC, in any way, directly or indirectly, based on, arising from, or referable to or related to any alleged damages incurred or allegedly incurred, pertaining to or arising from in any way, directly or indirectly (a) the failure of Southwest Exchange or Qualified Exchange Services, Inc., including their subsidiaries or affiliates, or (b) any of the events, acts, or conduct alleged in (i) the above-entitled action; (ii) the action entitled *In Re: Receivership of Southwest Exchange, Inc. and Consolidated Litigation*, Case No. 07-A-535439-B, pending in the Eighth Judicial District Court, Clark County, Nevada; or (iii) the action entitled *In Re: Southwest*

Exchange, Inc. – Internal Revenue Service §1031 Tax Deferred Exchange Litigation, United States District Court Case, District of Nevada, Case No. 2:07-CV-01394-RCJ-LRL, MDL No. 1878.

4. This Court retains jurisdiction over matters relating to the Settlement Agreement, including the administration and enforcement of the Settlement Agreement and this Final Order and Judgment.

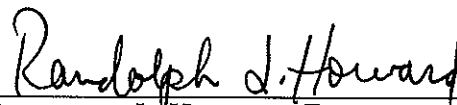
5. The Court has determined that there is no just reason for delay in entering this Final Order and Judgment and hereby enters this Final Order and Judgment as a final judgment pursuant to Federal Rules of Civil Procedure 54(b).

DATED this 11th day of August, 2010.


HONORABLE ROGER HUNT
UNITED STATES DISTRICT JUDGE

SUBMITTED BY:

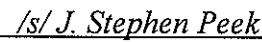
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Napa Valley I, LLC, et al. v. Federal Deposit Insurance Corporation/2:09-cv-00920-RLH-GWF
Final Order and Judgment of Dismissal

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